

ALBERT DAVID LIMITED

(CIN : L51109WB1938PLC009490)

Regd .Office : D - Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700 001

Tel. : (033) 2230-2330, 2262-8436 / 8456 / 8492, Fax : (033) 2262-8439

Email : adidavid@dataone.in, Website : www.albertdavidindia.com

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the SEVENTY-EIGHTH Annual General Meeting of the Shareholders of the Company will be held at **Science City, Mini Auditorium, J B S Haldane Avenue, Kolkata – 700046 on Tuesday, the 12th September, 2017 at 10:00 a.m.** to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mrs. Prabhawati Devi Kothari (DIN: 00051860), who retires by rotation and being eligible, offer herself for re-appointment.
4. **To appoint Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution:**

RESOLVED that pursuant to Section 139, 142 and other provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee of the Board, M/s. Basu Chanchani & Deb, Chartered Accountants (Firm Registration No. 304049E) be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this AGM till the conclusion of the fifth consecutive AGM of the Company to be held in the year 2022 (subject to ratification by the members at every AGM held after this AGM) at such remuneration as shall be fixed by the Board of Directors of the Company upon recommendation of the Audit Committee.

AS SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:**

RESOLVED that pursuant to the provisions of section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, applicable clauses of Articles of Association of the Company and subject to other approvals, if any, and upon the recommendations of the Nomination & Remuneration Committee, the consent of members of the Company be and is hereby accorded to the re- appointment of Mr. Arun Kumar Kothari (DIN:00051900) as Chairman & Managing Director of the Company, not liable to retire by rotation for a period of one year from 1st April, 2017 to 31st March, 2018 on the terms and conditions including remuneration, perquisites and benefits set out in the Explanatory Statement attached to this Notice and contained in the Agreement dated 19th April, 2017 entered into by and between the Company and Mr. Arun Kumar Kothari which agreement be and is also hereby approved.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby empowered to increase the remuneration of Mr. Arun Kumar Kothari as set out in the Explanatory Statement during the tenure, i.e. from 1st April, 2017 to 31st March, 2018, within the limits prescribed under Section II of Part-II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that notwithstanding the above, in the event of any loss or inadequacy of profit in the financial year, Mr. Arun Kumar Kothari, Chairman & Managing Director will be paid salary and perquisites not exceeding the limits prescribed in Section-II of Part-II of Schedule- V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time, as minimum remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.

6. **To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:**

RESOLVED that pursuant to the provisions of section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, applicable clauses of Articles of Association of the Company and subject to other approvals, if any, and upon the recommendations of the Nomination & Remuneration Committee, the consent of members of the Company be and is hereby accorded to increase the remuneration payable to Mr. Hari Prasad Kabra (DIN: 00385240), Wholtime Director (designated as Executive Director) of the Company for the residual period of his present term i.e. from 1st April, 2017 to 31st March, 2018 in the manner and to the extent set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby empowered to increase the remuneration of Mr. H. P. Kabra set out in the Explanatory Statement during the tenure, i.e. from 1st April, 2017 to 31st March, 2018, within the limits prescribed under Section II of Part-II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that notwithstanding the above, in the event of loss or inadequacy of profits in the financial year, Mr. H. P. Kabra, Executive Director, will be paid salary and perquisites not exceeding the limits prescribed in Section-II of Part-II of Schedule-V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.

7. To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 as amended from time to time, and in supersession of all earlier resolutions passed under section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorised by the Board in this behalf) be and is hereby authorised to mortgage and/ or charge all present and future movable and immovable properties of the Company wherever situate and whole of the undertaking of the Company together with power to take over the management of the business of the Company in certain events, to or in favour of Central and State Financial Institutions, Corporations, Banks and/ or other authority/ authorities from whom the Company has borrowed or will borrow monies or obtained or will obtain financial facilities from time to time upto a limit of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores) in addition to any specific powers granted for charging and/ or mortgaging assets in favour of specific Financial Institution(s), Corporation(s) or Bank(s).

8. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

RESOLVED that pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Registered Office:
D - Block, 3rd Floor
Gillander House
Netaji Subhas Road
Kolkata - 700 001

By Order of the Board
For **ALBERT DAVID LIMITED**

INDRAJIT DHAR
Associate Vice President (Accounts & Taxation)
Cum-Company Secretary

CIN : L51109WB1938PLC009490

Dated : 30th May, 2017

NOTES :

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in relation to the Special Business is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS/ PROXIES/ AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HEREWITH TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
4. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 5th September, 2017 to Friday, the 8th September, 2017, both days inclusive, for the purpose of AGM.
5. Dividend, if declared, would be paid within thirty days from the date of declaration to Members whose names appear as beneficial owners with depositories or in the Register of Members as on Friday, the 8th September, 2017.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Maheshwari Datamatics Pvt. Ltd., cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank, IFSC Code and MICR Code) to the RTA to ensure that there is no fraudulent encashment of the warrants.

6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding shares in physical form are requested to notify immediately, changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, to Company's Registrar & Share Transfer Agent, at the below-mentioned address quoting their Folio Numbers:-

M/s. Maheshwari Datamatics Pvt. Ltd.

23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001

Tel. No. : (033) 2248-2248, 2243-5029, Fax No. : (033) 2248-4787, E-Mail ID : mdpldc@yahoo.com

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

9. Pursuant to the provisions of Section 123 and 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends upto the year ended 31st March, 2009 to the account of Investor Education and Protection Fund established by the Central Government.

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has uploaded the details of unpaid and unclaimed amounts as on 14th September, 2016 (date of last Annual General Meeting) on the website of the Company (www.albertdavidindia.com) as also on the Ministry of Corporate Affairs website.

Unclaimed dividend for the year ended 31st March, 2010 shall be transferred to the account of Central Government during the year. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2010, 31st March, 2011, 31st March 2012, 31st March, 2013, 31st March, 2014, 31st March, 2015, and 31st March, 2016 (Interim Dividend) are requested to make their claims to the Company.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
11. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 78th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot/polling papers shall also be made available at the venue of the 78th AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper.

The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary as the Scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions to members for voting electronically are as under :-

- i) The voting period begins on Saturday, the 9th September, 2017 at 10:00 am and ends on Monday, the 11th September, 2017 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form as on the cut-off date i.e. Tuesday, the 5th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 pm on Monday, the 11th September, 2017.
- ii) Members holding shares in physical or in demat form as on Tuesday, the 5th September, 2017, shall only be eligible for e-voting.
- iii) The shareholders should log on to the e-voting website, www.evotingindia.com
- iv) Click on "Shareholders" tab.

- v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name (in CAPITAL LETTERS) and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or Folio No. in dd/mm/yyyy format OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or Folio No.

If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned above.

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN relevant for Albert David Limited.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- xx) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., Tuesday, the 5th September, 2017. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cutoff date may obtain the Login ID and Password by sending a request to the RTA at mdpldc@yahoo.com.
- xxi) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Tuesday, the 5th September, 2017 only, shall be entitled to avail the facility of remote e-voting/ballot paper.
- xxii) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under the help section or contact Mr. Arghya Majumdar, Assistant Manager, CDSL, Tel. : (033)2282-1361/18002005533, Email: arghyam@cdslindia.com/ helpdesk.evoting@cdslindia.com. Members may also write to the Company Secretary at the email id: id@adlindia.in
12. The Notice of the 78th AGM and instructions for e-voting, alongwith the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
13. Members may also note that the Notice of the 78th AGM and the Annual Report 2016-2017 will be available on the Company’s website www.albertdavidindia.com. The physical copies of the documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at adidavid@dataone.in
14. Disclosure pursuant to Section 196 (4) of the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (Listing Regulations), and Secretarial Standards 2, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is annexed. The Directors have furnished consent/ declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
15. As per the provisions of the Act, the facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation/cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Company/RTA or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in
16. The Ministry of Corporate Affairs, Government of India has introduced a ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
- In view of the above, the Company has communicated in the earlier year through its Annual Report to all members requesting them to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.
17. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
18. The shares of the Company are under compulsory demat list of the SEBI w.e.f. 1st October, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.
19. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
20. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The existing statutory auditors of the Company, M/s. G. Basu & Co., Chartered Accountants (Firm Registration No. 301174E), completes their term of appointment at the conclusion of this 78th Annual General Meeting.

In terms of Section 139 of the Companies Act, 2013 and the Rules made thereunder and on recommendation of the Audit Committee of the Board of Directors, the Company proposes to appoint M/s. Basu Chanchani & Deb, Chartered Accountants (Firm Registration No. 304049E) for a period of 5 years commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2022 subject to ratification by members every year.

M/s. Basu Chanchani & Deb, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 (the Act). They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

ITEM NO. 5

Mr. Arun Kumar Kothari was re-appointed as Chairman & Managing Director of the Company for a period from 1st April, 2016 to 31st March, 2017 which was approved by the Shareholders in the seventy seventh annual general meeting held on 14th September, 2016.

In view of the valuable contribution made by Mr. Kothari towards the growth of the Company, the Board of Directors at its meeting held on 28th March, 2017 have reappointed him as the Chairman & Managing Director for a period of one year with effect from 1st April, 2017 to 31st March, 2018, subject to the approval of the Shareholders of the Company, on the remuneration recommended by the Nomination & Remuneration Committee and on terms and conditions as per Agreement dated 19th April, 2017 executed between the Company and Mr. A. K. Kothari. The terms of remuneration of Mr. A. K. Kothari are in accordance with Schedule V of the Companies Act, 2013.

An abstract of the remuneration payable to Mr. Kothari as Chairman & Managing Director is given below:-

REMUNERATION:

- i) **Salary:** Rs.6,30,000/- (Rupees Six Lacs Thirty Thousand only) per month from 1st April, 2017 to 31st March, 2018 or such higher revised salary within the ceiling as prescribed under Section II of Part-II of Schedule V of the Companies Act, 2013 during the above period which may be recommended by Nomination & Remuneration Committee and approved by the Board of Directors of the Company.
- ii) **Perquisites:** Apart from Salary Mr. A. K. Kothari will also be entitled to the perquisites classified into the following three parts, viz. Part A, B and C.

PART-A

- i) **Housing:** The Company shall provide rent-free furnished accommodation. In case no accommodation is provided by the company, the Chairman & Managing Director shall be entitled to House Rent Allowance limited to 8% of his salary.
- ii) **Medical Reimbursement and Leave Travel Concession:** The Chairman & Managing Director shall be reimbursed to the extent of 10% of the salary towards expenses incurred for self and family for Medical Expenses and Leave Travel anywhere in India.
- iii) **Fee of Clubs:** Upto a maximum of two clubs. This will not include any admission or life membership fees.
- iv) **Personal Accident Insurance/Life Insurance:** Premium not exceeding Rs.25,000/- per annum.
- v) **Ex-Gratia/Bonus:** In accordance with the Rules of the Company.

PART-B

- i) Company's contribution to Provident Fund as per Rules of the Company.
- ii) Gratuity on retirement at the rate of one half month's salary for each completed year of service subject to the ceiling as provided in law.
- iii) Leave with full pay: Encashment of leave will be permitted as per Rules of the Company.

PART-C

- i) Use of Car for Company's business: Any use of car for private purpose will be valued as per Income Tax Rules, 1962.
- ii) Free telephone facility at residence.

In case of no profits or inadequate profits in the financial year, remuneration and perquisites payable to Mr. A. K. Kothari shall be subject to the limits as prescribed under Section-II of Part-II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

The Chairman & Managing Director, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

The Agreement dated 19th April, 2017 sets out the mutual rights and obligations of the Company and the Chairman & Managing Director and details of powers and duties of the latter and can be terminated by either party by giving three months' notice in writing. A copy of the agreement will be available for inspection by the Members at the registered office of the Company on any working day prior to the date of the meeting between 11.00 a.m. and 1.00 p.m. and will also be available at the meeting.

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr A K Kothari and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Mr. Arun Kumar Kothari	102,000 (1.78%)
Mrs. Prabhawati Devi Kothari	12,500 (0.22%)
Mr. Anand Vardhan Kothari	553500 (9.70%)

Apart from Mr. A. K. Kothari and Smt. Prabhawati Devi Kothari, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the aforesaid re-appointment and remuneration except to the extent of their shareholding.

Considering the valuable contribution of Mr. A. K. Kothari in the growth of the Company, the Board recommends passing of the resolutions as special resolution as set out in Item No. 5 of the Notice.

The above may be regarded as an abstract of the contract containing terms of reappointment of the Chairman & Managing Director under section 190 of the Companies Act, 2013.

ITEM NO.6

Mr. Hari Prasad Kabra was appointed as Wholetime Director (designated as Executive Director) of the Company for a period from 1st July, 2016 to 31st March, 2018 which was approved by the Shareholders in the seventy seventh annual general meeting of the company held on 14th September, 2016.

Mr. Kabra's remuneration was fixed for the period from 1st July, 2016 to 31st March, 2017 and the Board of Directors was authorised to award annual increment to Mr. Kabra for the residual period, i.e. from 1st April, 2017 to 31st March, 2018.

In view of valuable contribution made by Mr. H. P. Kabra towards the growth of the company, the Board of Directors, at its meeting held on 28th March, 2017, as per the recommendation of the Nomination and Remuneration Committee, have considered revising salary of Mr. Kabra from 1st April, 2017 to 31st March, 2018 from Rs.5,95,000/- per month to Rs.6,25,000/- per month, subject to the approval of shareholders of the company. The revised remuneration of Mr. Kabra is set out in the Supplemental Agreement dated 19th April, 2017 executed by and between the Company and Mr. Kabra. The terms of remuneration are in accordance with Schedule V of the Companies Act, 2013.

An abstract of the remuneration payable to Mr. Kabra under the Agreement is given below:-

REMUNERATION :

Salary: Rs.6,25,000/- (Rupees Six Lacs Twenty Five thousands only) per month for the period from 1st April, 2017 to 31st March, 2018 or such higher revised salary (subject to the ceiling as prescribed under Section II of Part-II of Schedule V of the Companies Act, 2013) during the above period which may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company.

All other terms and conditions stipulated in the previous agreement dated 1st July, 2016 shall remain unchanged/ unaltered.

In case of no profit or inadequate profit in the financial year, remuneration and perquisites payable to Mr. H. P. Kabra shall be subject to the limits as prescribed under Section-II, of Part-II of Schedule V of the Companies Act, 2013 or such other limit as may be prescribed by the Central Government from time to time as minimum remuneration.

A copy of the Supplemental Agreement will be available for inspection by the Members at the Registered Office of the Company on any working day prior to the date of the meeting between 11.00 a.m. and 1.00 p.m. and will also be available at the meeting.

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr H P Kabra and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Mr. Hari Prasad Kabra	Nil
Relatives	Nil

Apart from Mr. H.P. kabra, none of the Directors /Key Managerial Personnel of the Company/their relatives are concerned or interested, financially or otherwise, in the aforesaid revision and remuneration.

Considering the valuable contribution of Mr. Kabra in the growth of the company, the Board recommends passing of the special resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO. 7

The shareholders of the Company had by an ordinary resolution passed in the Annual General Meeting held on 23rd September, 1992 authorized the Board of Directors to obtain financial assistance upto Rs. 25 Crores (Rupees Twenty Five Crores) from Banks/ Financial Institutions/ Corporations by creating charge, mortgage, or hypothecation on movable and immovable properties of the Company or to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially whole of any such undertakings.

However, Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the said power only with the consent of the Company by a special resolution. In view of increased business activities as also future expansion programme and to meet financial requirements in respect hereof from time to time, the aforesaid limit is found to be inadequate. It is therefore proposed to increase the limit to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores) for smooth carrying of business of the Company. Hence, the Special Resolution at Item No. 7 is intended for this purpose.

None of the Directors /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 7 of this Notice, except to the extent of their shareholding.

The Board recommends the special resolution set out at Item No. 7 of this Notice for approval by the Shareholders.

ITEM NO. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors M/s. S. Gupta & Co., to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 at a remuneration of Rs. 40,000/- plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

GENERAL INFORMATION :

- Nature of Industry : Pharmaceutical
- Date of Commencement of commercial operation : 16-11-1938
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : N.A.

Financial Parameters	2012-2013	2013-2014	2014-2015	2015-2016	2016-2017
Turnover	26158.18	28895.42	31968.20	32046.40	30301.88
Net Profit as per Profit & Loss Account (after extra-ordinary items)	855.87	1257.32	1370.03	4799.59	1203.54
Amount of Dividend paid (including Corporate Dividend Tax)	300.47	333.86	377.79	377.81	-
Rate of Dividend declared	45%	50%	55%	55%	-

- Export performance and foreign exchange earned: F.O.B. value of Export including Freight & Insurance during the year 2016-2017 is Rs. 2336.53 Lacs. There were no foreign exchange collaboration during the year under review.

- Foreign investments or collaborators, if any : None

INFORMATION ABOUT THE APPOINTEE / OTHERS:

1. Background details : Mr. Arun Kumar Kothari and Mr. Hari Prasad Kabra are associated with the Company for more than 25 years and possesses vast experience in managing the business of the Company.
2. Past remuneration : Mr. A K Kothari - Rs. 85,60,200/- for the year 2016-2017
Rs. 84,54,200/- for the year 2015-2016
Rs. 68,12,400/- for the year 2014-2015

Mr. H P Kabra - Rs. 69,29,500/- for the year 2016-2017
Rs. 87,23,337/- for the year 2015-2016
Rs. 78,31,684/- for the year 2014-2015
3. Recognition or awards : None
4. Job Profile and his suitability : Mr. A. K. Kothari heads Kothari Group of Companies which includes Albert David Ltd., a trusted and flagship pharmaceutical Company. Mr. A. K. Kothari, son of Late G. D. Kothari, aged about 65 years has been involved in the business for the last three decades. He is a well-known industrialist having considerable experience in businesses of Tea, Pharmaceuticals, Chemicals, Engineering & Textile industry. Mr. Kothari looks after the overall management of the Company, as Chairman & Managing Director.

Mr. H. P. Kabra aged about 69 years has been in the organization for more than four decades. He has extensive knowledge and experience in the pharmaceutical industry. Prior to his appointment as Executive Director, Mr. H. P. Kabra was President (Commercial) of the Company.
5. Remuneration proposed : As set out in the Explanatory Statement. The remuneration has the approval of the Nomination and Remuneration Committee.
6. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person : Taking into consideration the size of the Company and the responsibilities shouldered by Mr. A K Kothari and Mr. H P Kabra the aforesaid remuneration package is commensurate with the remuneration package paid to managerial persons in other companies.
7. Pecuniary relationship directly or indirectly with the company or relationship with managerial person or relationship with managerial person if any : Besides the remuneration, Mr. A. K. Kothari and Mr. H. P. Kabra do not have any pecuniary relationship with the Company.

OTHER INFORMATION :

1. Reason of loss or inadequate profit |
2. Steps taken or proposed to be taken for improvement | N.A.
3. Expected increase in productivity and Profits in measurable terms |

Registered Office:
D - Block, 3rd Floor
Gillander House
Netaji Subhas Road
Kolkata - 700 001

CIN : L51109WB1938PLC009490
Dated : 30th May, 2017

By Order of the Board
For **ALBERT DAVID LIMITED**

INDRAJIT DHAR
Associate Vice President (Accounts & Taxation)
Cum-Company Secretary

**Disclosure required under Section 196 (4) of the Companies Act, 2013,
Regulation 36(3) of Listing Regulations and Secretarial Standard-2**

Name of Director and DIN	Mr. A. K. Kothari (DIN- 00051900)	Mrs. Prabhawati Devi Kothari (DIN- 00051860)
Date of Birth	10-07-1953 (Age – 64 years)	10-09-1957 (Age – 60 years)
Date of Appointment	20-06-1988	31-03-2014
Expertise in specific Functional areas	Rich experience in the field of pharmaceuticals, chemicals, tea, textiles, machine tools etc.	Conversant with accounts, finance and administrative matters
Qualification	B. Com.	B.Com.
Meetings of the Board attended during the year	4	7
Terms and Conditions of Appointment / Re- appointment	Re-appointment as Chairman & Managing Director of the Company for the period from 1st April, 2017 to 31st March, 2018 as per other terms detailed in the Explanatory Statement	Re- appointment on retirement by rotation.
Details of remuneration sought to be paid	Salary of Rs.6,30,000/- per month plus Perquisites as per Explanatory Statement.	Only sitting fees for attending Board and Committee Meetings
Last drawn remuneration	Salary of Rs.6,05,000/- per month plus Perquisites as detailed in previous AGM's Explanatory Statement	Rs.1,10,000/- sitting fees for attending Board and Committee Meetings
List of other Companies in which Directorships held as on 31st March 2017*	Gillanders Arbuthnot & Co. Ltd. Kothari Phytochemicals & Industries Ltd. Bharat Fritz Werner Ltd. Arvind Engineering Works Ltd. Pilani Investment & Industries Corporation Ltd.	Gillanders Arbuthnot & Co. Ltd. Kothari Phytochemicals & Industries Ltd. Bharat Fritz Werner Ltd.
Chairman / Member of the Committee of the Board of other Companies on which he/ she is a Director as on 31st March 2017	Gillanders Arbuthnot & Co. Ltd. (Member-Audit Committee, Stakeholders/Investors Grievance Committee) Kothari Phytochemicals & Industries Ltd. (Member - Audit Committee, Nomination & Remuneration Committee) Pilani Investment and Industries Corp. Ltd. (Member – Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee)	Gillanders Arbuthnot & Co. Ltd. (Member- Stakeholders Relationship Committee, Nomination & Remuneration Committee) Kothari Phytochemicals & Industries Ltd. (Member-Stakeholders Relationship Committee)

Note :

- Mr. A. K. Kothari is holding 1,02,000 equity shares and Mrs. Prabhawati Devi Kothari is holding 12,500 equity shares of the Company.
- Mrs. Prabhawati Devi Kothari is wife of Mr. A. K. Kothari, Chairman & Managing Director.

* Excluding Private Limited Companies and Companies registered under Section 8 of the Companies Act, 2013.

Registered Office:
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Netaji Subhas Road
Kolkata - 700 001

By Order of the Board
For **ALBERT DAVID LIMITED**

INDRAJIT DHAR
Associate Vice President (Accounts & Taxation)
Cum-Company Secretary

CIN : L51109WB1938PLC009490

Dated : 30th May, 2017

**Route Map of the Venue of the 78th Annual General Meeting
Mini Auditorium Hall, Science City
J. B. S. Haldane Avenue, Kolkata – 700 046**



ALBERT DAVID LIMITED

(CIN : L51109WB1938PLC009490), Regd .Office : D - Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700 001
Tel. : (033) 2230-2330, 2262-8436/8456/8492, Fax : (033) 2262-8439, Email : adidavid@dataone.in, Website : www.albertdavidindia.com

ATTENDANCE SLIP**78th ANNUAL GENERAL MEETING**

I/We hereby record my/our presence at the 78th Annual General Meeting of the Company at Science City, Mini Auditorium, J B S Haldane Avenue, Kolkata - 700 046 on Tuesday, the 12th September, 2017 at 10.00 a.m.

Member's Folio/DP ID-Client ID No. Member's/Proxy's name in Block Letters Member's/Proxy's Signature

NOTE : Please sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL.

E-VOTING PARTICULARS**ALBERT DAVID LIMITED**

(CIN : L51109WB1938PLC009490)
Regd .Office : D - Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700 001
Tel. : (033) 2230-2330, 2262-8436 / 8456 / 8492, Fax : (033) 2262-8439
Email : adidavid@dataone.in, Website : www.albertdavidindia.com

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PAN / SEQUENCE NUMBER (as per point no.(vi) of e-voting procedure of Instructions)

Note : Please read the Instructions for e-voting overleaf.

ALBERT DAVID LIMITED

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We being the Member(s) / holder(s) of _____ shares of the above named company hereby appoint :

- Name _____ E.mail ID _____
Address _____
Signature _____ or failing him ;
- Name _____ E.mail ID _____
Address _____
Signature _____ or failing him ;
- Name _____ E.mail ID _____
Address _____
Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 78th Annual General Meeting of the company to be held on Tuesday, 12th September, 2017 at 10.00 a.m. at Science City, Mini Auditorium, J B S Haldane Avenue, Kolkata - 700 046 and at any adjournment thereof in respect of such resolutions as are indicated below :-

Sr. No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1.	Ordinary resolution for adoption of Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors.		
2.	Ordinary resolution for declaration of dividend for the financial year ended 31st March, 2017.		
3.	Ordinary resolution for re-appointment of Mrs. Prabhawati Devi Kothari (DIN: 00051860) who retires by rotation and being eligible, offers herself for reappointment.		
4.	Ordinary resolution for appointment of M/s. Basu Chanchani & Deb, Chartered Accountants, as the Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to fix their remuneration.		
Special Business			
5.	Special resolution for re-appointment of Mr. A. K. Kothari (DIN: 00051900) as Chairman & Managing Director of the Company for the period from 1st April, 2017 to 31st March, 2018.		
6.	Special resolution for revision in remuneration of Mr. H. P. Kabra (DIN: 00385240), Executive Director of the Company for the residual term of his tenure from 1st April, 2017 to 31st March, 2018.		
7.	Special resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to create charge on properties of the Company.		
8.	Ordinary resolution for fixing remuneration of Cost Auditors for the financial year ending 31st March, 2018.		

Signed this _____ day of _____, 2017.

Signature of the shareholder _____

Notes :

- This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 78th AGM.
- *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of Member(s) in the above box before submission.

Affix
Revenue
Stamp

08/17



ALBERT DAVID LIMITED

(CIN : L51109WB1938PLC009490), Regd .Office : D - Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700 001
Tel. : (033) 2230-2330, 2262-8436 / 8456 / 8492, Fax : (033) 2262-8439, Email : adidavid@dataone.in, Website : www.albertdavidindia.com

Dear Member,

Sub : Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Albert David Limited ("ADL" or "the Company") is pleased to offer e-voting facility to its members in respect of the business to be transacted at the 78th Annual General Meeting scheduled to be held on Tuesday, 12th September, 2017 at 10.00 a.m. at Science City, Mini Auditorium, J B S Haldane Avenue, Kolkata – 700016.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on 9th September, 2017

End of e-voting : Up to 5.00 p.m. on 11th September, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

The cut-off-date (i.e. the record date) for the purpose of e-voting is Tuesday, 5th September, 2017.

Please read the instructions given hereunder before exercising the vote. This communication forms an integral part of the Notice dated 30th May, 2017 for the 78th Annual General Meeting scheduled to be held on 12th September, 2017. A copy of the said Notice is sent herewith. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this communication are also available on the website of the Company at www.albertdavidindia.com.

Yours faithfully,

For Albert David Limited

Indrajit Dhar

Associate Vice President (Accounts & Taxation)-cum-Company Secretary

Place : Kolkata

Date : 30th May, 2017

The instructions for members for voting electronically are as under:-

- (i) The shareholder should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name (in CAPITAL LETTERS) and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or Folio No. in dd/mm/yyyy format OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or Folio No.

If both the details are not recorded with the depository or Company, please enter the member ID/Folio No. in the Dividend Bank details field as mentioned above.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN relevant for Albert David Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) **Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.**
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- (xviii) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., Tuesday, the 5th September, 2017. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date may obtain the login ID and password by sending a request to the Company's RTA at mdpldc@yahoo.com.**
- (xix) **A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Tuesday, the 5th September, 2017 only, shall be entitled to avail the facility of remote e-voting/ballot paper.**
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or contact Mr. Arghya Majumdar, Assistant Manager – CDSL, Tel: (033) 2282-1361/ 18002005533, Email ID: arghyam@cdslindia.com/ helpdesk.evoting@cdslindia.com. Members may also write to the Company Secretary at id@adlindia.in.

GENERAL INSTRUCTIONS :

- I. The Board of Directors has appointed **Mr. Ashok Kumar Daga, Practicing Company Secretary (FCS-2699/CP-2946), as a Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.
- II. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- III. The Results on the resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- IV. The Results declared along with the Scrutinizer's Report will be available on the website of the Company www.albertdavidindia.com and Central Depository Services (India) Ltd. forthwith of declaration of the result of voting and communication of the same to BSE Ltd./ National Stock Exchange of India Ltd.